

BANCA

S I S T E M A

Banca Sistema S.p.A. hereby informs that the date and/or place and/or procedures for conducting the Shareholders' Meeting specified in this notice of call may change if orders issued by the competent Authorities for the COVID-19 emergency - in force on **30 April 2021** - prohibit or advise against holding meetings of this kind in the Milan Municipality. Should this happen, the new date and other details will be promptly notified in the same way as this notice.

EXCERPT OF THE NOTICE OF CALL OF THE ORDINARY SHAREHOLDERS' MEETING

Banca SISTEMA S.p.A.

Largo Augusto 1/A, angolo Via Verziere 13, 20122 Milan
Tax Code and VAT number 12870770158
Fully paid-in share capital € 9,650,526.24
ABI 03158.3

Shareholders entitled to attend and vote at the Shareholders' Meeting of Banca Sistema S.p.A. (hereinafter the "**Company**" or "**Bank**") are convened in an Ordinary Shareholders' Meeting to be held in **Milan – Largo Augusto 1/A, Angolo Via Verziere 13** – on **30 April 2021**, in a single call, at **9:30 a.m.**

AGENDA

1. **Approval of the separate financial statements of Banca Sistema S.p.A. at 31 December 2020. Presentation of the consolidated financial statements at 31 December 2020. Reports of the Directors, the Board of Statutory Auditors and the Independent Auditors. Relating and resulting resolutions.**
2. **Allocation of the profit for the year 2020. Relating and resulting resolutions.**
3. **Payment of dividends for the years 2019 and 2020 Relating and resulting resolutions.**
4. **Appointment of the Board of Directors after determining the number of the members. Relating and resulting resolutions:**
 - 4.1 **Resolution to determine the number of Directors**
 - 4.2 **Appointment of the members of the Board of Directors.**
 - 4.3 **Determination of the term of office.**
 - 4.4 **Appointment of the Chairperson of the Board of Directors.**
5. **Determination of the remuneration due to members of the Board of Directors, Board Committees and other bodies established within the Company. Relating and resulting resolutions.**
6. **Approval of the first section (Remuneration Policies of the Banca Sistema Group for 2020) of the Report on the remuneration policy and remuneration paid: resolution pursuant to article 123-ter, paragraph 3-ter of Legislative Decree no. 58 of 24 February 1998 as amended and supplemented. Relating and resulting resolutions.**
7. **Approval of the second section of the Report on the remuneration policy and remuneration paid: resolution pursuant to article 123-ter, paragraph 6 of Legislative Decree no. 58 of 24 February 1998 as amended and supplemented. Relating and resulting resolutions.**
8. **Authorisation for the purchase and disposal of treasury shares, subject to the revocation of the resolution adopted by the shareholders' meeting held on 23 April 2020. Relating and resulting resolutions.**

Information on the share capital and shares with voting rights and information about the methods, terms and procedures relevant to:

- participation rights and representation at the Shareholders' Meeting;
- the right to request additions to the agenda and the right to submit new proposed resolutions relevant to items already on the agenda;
- the right to submit questions on the items of the agenda before the Meeting;
- presentation of the lists for the appointment of the Board of Directors;
- availability of the reports and other documents relevant to the items on the agenda;

is provided in the notice of call which is available, together with the documentation relevant to the Shareholders' Meeting, on the website www.bancasistema.it under the **Investors/Governance/Shareholders' Meeting - 2021/30 April 2021** section.

BANCA

S I S T E M A

Milan, 19 March 2021

THE CHAIRPERSON OF THE BOARD OF DIRECTORS

Signed by *Luitgard Spögler*

*Shareholders entitled to attend and vote at the Meeting are requested to arrive in advance of the stated time, together with ID documents, to allow for the preliminary checks and to ensure that the Meeting starts on time.
Information about attendance at the Shareholders' Meeting can be obtained from the Number 02.80280.1 which is available from Monday to Friday from 8.30 a.m. until 1 p.m. and from 2 p.m. to 6 p.m..*